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[PROPOSED] Order

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16 **UNITED STATES BANKRUPTCY COURT**
17 **NORTHERN DISTRICT OF CALIFORNIA**
18 **SAN FRANCISCO DIVISION**

19 **In re:**

20 **PG&E CORPORATION,**

21 **- and -**

22 **PACIFIC GAS AND ELECTRIC**
23 **COMPANY,**

24 **Debtors.**

- 25 Affects PG&E Corporation
26 Affects Pacific Gas and Electric
27 Company
 Affects both Debtors

28 * *All papers shall be filed in the Lead
Case, No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11
(Lead Case)
(Jointly Administered)

**[PROPOSED] ORDER PURSUANT TO 11 U.S.C.
§§ 363(b) AND 105(a) AND FED. R. BANKR. P. 6004
AND 9019 (I) AUTHORIZING THE DEBTORS AND
TCC TO ENTER INTO RESTRUCTURING
SUPPORT AGREEMENT WITH THE TCC,
CONSENTING FIRE CLAIMANT
PROFESSIONALS, AND SHAREHOLDER
PROPONENTS, AND (II) GRANTING RELATED
RELIEF**

Upon the Motion, dated December [●], 2019 [Docket No. [●]] (the “**Motion**”),¹ of PG&E Corporation and Pacific Gas and Electric Company, as debtors and debtors in possession (together, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), pursuant to sections 363(b) and 105(a) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 6004 and 9019 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order (i) authorizing the Debtors and TCC to enter into that certain Restructuring Support Agreement, dated December 6, 2019 (the “**Tort Claimants RSA**”), among the Debtors, the TCC, the Consenting Fire Claimant Professionals, and the Shareholder Proponents, and (ii) granting related relief, all as more fully set forth in the Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.), and Bankruptcy Local Rule 5011-1(a); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found and determined that notice of the Motion as provided to the parties listed therein is reasonable and sufficient, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion and the Wells Declaration; and the Court having held a hearing to consider the Motion; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion represents a sound exercise of the Debtors’ business judgment and is in the best interests of the Debtors, their estates, creditors, shareholders, and all other parties in interest; and upon the record of all of the proceedings had before this Court, and after due deliberation and sufficient cause appearing therefor,

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28 ¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Motion.

1 **IT IS HEREBY ORDERED THAT:**

2 1. The Motion is granted as provided herein.

3 2. The Tort Claimants RSA, including the Term Sheet encompassed therein, represents a
4 valid and sound exercise of the Debtors' business judgment and, pursuant to sections 363(b) and 105(a)
5 of the Bankruptcy Code and Bankruptcy Rule 9019, is hereby approved in its entirety.

6 3. The Debtors and TCC are authorized to enter into and perform under the Tort Claimants
7 RSA and Term Sheet encompassed therein, and execute and deliver all instruments and documents and
8 take any additional actions as are necessary or appropriate to implement and effectuate the entry into
9 and performance under the Tort Claimants RSA, including any transactions contemplated thereby.

10 4. Any material modifications or amendments to the Tort Claimants RSA shall be subject
11 to this Court's approval on not less than twenty-one (21) days' notice, subject to the right of any Party
12 to move for shortened notice.

13 5. The failure to describe specifically or include any particular provision of, or documents
14 related to, the Tort Claimants RSA or Term Sheet in the Motion or this Order shall not diminish or
15 impair the effectiveness of the Tort Claimants RSA or the Term Sheet, it being the intent of this Court
16 that the Tort Claimants RSA and the Term Sheet be approved in their entirety.

17 6. This Order shall be immediately effective and enforceable upon its entry.

18 7. The Debtors and the TCC are authorized to take all necessary actions to effectuate the
19 relief granted pursuant to this Order in accordance with the Motion.

20 8. This Court retains exclusive jurisdiction to hear and determine all matters arising from
21 or related to the implementation, interpretation, or enforcement of this Order.

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23 **** END OF ORDER ****